

# **ATTACHMENT 3**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

TWENTY-FIRST MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM JUNE 1, 2007 THROUGH JUNE 30, 2007

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	June 1, 2007 through June 30, 2007
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$22,225.00
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$133.35

This is a:    XX   monthly       interim       final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	Pending	Pending
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	Pending	Pending
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	Pending	Pending
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	Pending	Pending
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	Pending	Pending

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Karl Bourdeau	Principal; Joined Firm 1980; Member of DC Bar since 1978	\$550.00	10.50	\$5,775.00
Pamela D. Marks	Of Counsel; Joined Firm 1997; Member of MD Bar since 1986	\$350.00	47.00	\$16,450.00

Total Fees: \$22,225.00

Total Hours: 57.50

Blended Rate: \$387.00

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	57.50	\$22,225.00

<sup>6</sup> These amounts are the sum total from the invoices attached hereto as Exhibit A (FUSRAP), Exhibit B (Bankruptcy Fee Application Preparation), and Exhibit C (Curtis Bay Works).

EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Postage	U. S. Mail	\$1.89
Long Distance Telephone		\$0.50
Duplicating		\$7.20
Travel Expenses		\$14.70
Air/Train Fare		\$33.00
Documents/Publications		\$22.00
LexisNexis Court Link		\$21.15
Express Delivery	Federal Express	\$32.91

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period June 1, 2007 through June 30, 2007, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$22,225.00 and actual and necessary expenses in the amount of \$133.35 for a total allowance of \$22,358.35, and payment of \$17,780.00 (80% of the allowed fees) and reimbursement of \$133.35 (100% of the allowed expenses) be authorized for a total payment of \$17,913.35, and for such other and further relief as this Court may deem just and proper.

Dated: August 21<sup>st</sup>, 2007

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
 201 N. Charles Street, Suite 2210  
 Baltimore, MD 21201  
 Telephone: 410-230-1315  
 Facsimile: 410-230-1389  
 Counsel for Debtors and Debtors in Possession

<sup>7</sup> These amounts are the sum total of the disbursements as shown on the invoices attached hereto as Exhibit A (Matter) and Exhibit B (Fee Application Preparation).

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

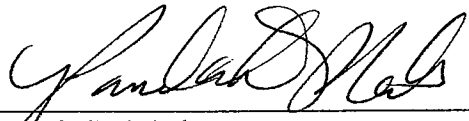
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

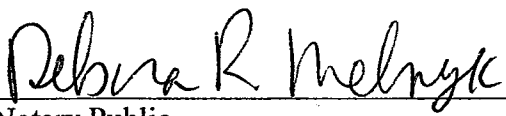
a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..

b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
\_\_\_\_\_  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 01<sup>st</sup> day of August, 2007.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: May 27, 2009

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
JUNE 1, 2007 THROUGH JUNE 30, 2007

---

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(FUSRAP)**



LAW OFFICES  
 BEVERIDGE & DIAMOND, P.C.  
 SUITE 2210  
 201 NORTH CHARLES STREET  
 BALTIMORE, MD 21201-4150  
 (410) 230-3850

W. R. Grace & Co. - Conn  
 Attn: Lydia B. Duff, Esq.  
 7500 Grace Drive  
 Columbia, MD 21044

July 31, 2007  
 Client/Matter # 01246-011548  
 Invoice # 117901  
 Federal ID# 52-1247549

---

For Legal Services Rendered Through 06/30/07 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
 SUITE 700  
 1350 I STREET, N.W.  
 WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution

06/03/07	P. Marks	1.00	Review and evaluate model agreemens re negotiations; communicatinos with client re same.
06/04/07	P. Marks	1.50	Telephone conference with J. Freeman re scheduling and process for negotiations; emails and telephone conferences with client re same; email to P. Falcigno and J. Freeman re same.
06/05/07	K. Bourdeau	0.50	Review email correspondence re settlement agreement issues and settlement meetings/conferences.
06/06/07	K. Bourdeau	0.25	Email communications re settlement negotiations.
06/06/07	P. Marks	0.50	Check status; coordination with client team; coordination with K. Bourdeau re negotiations.
06/08/07	P. Marks	0.50	Communications with team re scheduling issues and FS.
06/11/07	K. Bourdeau	0.75	Review caselaw developments; conference with P. Marks re same, meetings with the U.S.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 117901

July 31, 2007

PAGE 2

06/11/07	P. Marks	2.00	Review and evaluate new case law; communications re scheduling; review and evaluate FS.
06/12/07	K. Bourdeau	0.25	Email exchanges re settlement negotiations.
06/12/07	P. Marks	4.00	Telephone conference with P. Bucens re tasks; telephone conference with J. Freeman re conference call planning; telephone conference with L. Duff re same; emails re same; evaluate draft FS.
06/13/07	P. Marks	2.00	Telephone conference with Grace team re technical issues; prepare for meeting re settlement document.
06/14/07	K. Bourdeau	4.25	Review draft settlement agreement in preparation for settlement discussion with the U.S.; prepare comments thereon; participate in settlement discussions re same; follow-up conference with Grace team re same; transmit comments on draft agreement to P. Marks.
06/14/07	P. Marks	6.00	Telephone conference with USACE and Grace teams re settlement agreement; followup evaluation and document preparation with Grace team.
06/17/07	P. Marks	2.00	Prepare settlement agreement; prepare for client meeting re technical issues.
06/18/07	K. Bourdeau	0.25	Conference with P. Marks re revised settlement agreement.
06/18/07	P. Marks	9.50	Preparation for and conference with Grace team re technical issues/FS; research re 10 CFR 40-criterion legislation history.
06/19/07	P. Marks	4.50	Conference with Grace team re technical issues and return travel from Columbia offices.
06/23/07	K. Bourdeau	4.00	Review revised redraft of Settlement Agreement and Rules & Responsibilities document; review L. Duff and P. Bucens comments on same and transmit to P. Marks with substantive cover email.
06/26/07	P. Marks	4.00	Prepare revised settlement agreement; prepare email to J. Freeman and P. Falcigno re same.
06/27/07	P. Marks	0.25	Prepare and send settlement agreement to U.S.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 117901

July 31, 2007

PAGE 3

06/28/07	P. Marks	2.50	Review and evaluate FS; provide comments to P. Bucens.
06/29/07	K. Bourdeau	0.25	Communications with Grace team re settlement meeting with the U.S.
06/29/07	P. Marks	5.50	E-mail to P. Bucens; telephone conference with P. Bucens re FS issues and meeting preparation; telephone conference with J. Freeman re scheduling and logistics; communications with team re same; prepare for meeting.

Total Hours : 56.25

Total Fees : \$21,787.50

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 117901

July 31, 2007

PAGE 4

Disbursements:

Postage	0.58
Long Distance Telephone	0.50
Travel Expenses	14.70
Air/Train Fare	33.00
Documents/Publications	22.00
Information Service - VENDOR: LEXISNEXIS COURT	10.58
LINK-Invoice #EA277657 dated 5/1/07 for data research services	
Information Service - VENDOR: LEXISNEXIS COURT	10.57
LINK-Invoice #EA281349 dated 6/1/07 for data research services	

Total Disbursements :	\$91.93
-----------------------	---------

Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	10.50	\$550.00	\$5,775.00
P. Marks	45.75	\$350.00	\$16,012.50

Total Fees :	\$21,787.50
--------------	-------------

Total Disbursements :	\$91.93
-----------------------	---------

TOTAL DUE :	\$21,879.43
-------------	-------------

# **EXHIBIT B**

**(BANKRUPTCY FEE APPLICATION)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-3850

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

July 31, 2007  
Client/Matter # 01246-012629  
Invoice # 117902  
Federal ID# 52-1247549

---

For Legal Services Rendered Through 06/30/07 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application

06/08/07	P. Marks	0.50	Prepare documents related to fee application.
06/25/07	P. Marks	0.75	Prepare fee documentation.

Total Hours : 1.25

Total Fees : \$437.50

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 117902

July 31, 2007

PAGE 2

**Disbursements:**

Postage	1.31
Duplicating	7.20
Express Delivery	32.91

Total Disbursements :	\$41.42
-----------------------	---------

**Time Summary:**

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	1.25	\$350.00	\$437.50

Total Fees :	\$437.50
--------------	----------

Total Disbursements :	\$41.42
-----------------------	---------

TOTAL DUE :	\$478.92
-------------	----------